

RECORDATION NO. 25426-A FILED

JUL 21 '05

11-25 AM

**SURFACE TRANSPORTATION BOARD**

**FIRST UNION RAIL**

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

**VIA UPS 2<sup>nd</sup> DAY AIR**

July 13, 2005

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 22, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 25426.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: United Sugars Corporation  
524 Center Ave.  
Moorehead, MN 56560

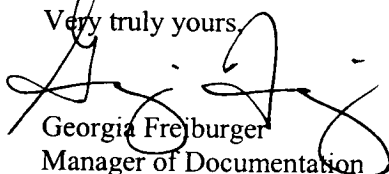
A description of the railroad equipment covered by the enclosed document is eighty (80) 5250 cu. ft. covered hopper cars, with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(UNSU004)

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ASSGN. NO.: UNSU004

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

22nd THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of March, 2005 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and United Sugars Corporation a Minnesota corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of November 3, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of March, 2005, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
Name: K.A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 22nd day of March, 2005

[CORPORATE SEAL]

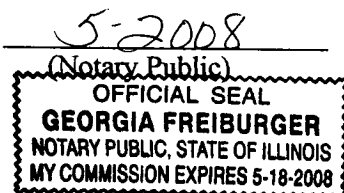
STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22nd day of March, 2005.

Georgia Freiburger  
Notary Public

My Commission Expires:



LESSEE:

UNITED SUGARS CORPORATION

ATTEST:

By: Susan D. Bates  
Name: Susan Bates  
Title: Office Admin.

By: Lee Glass  
Name: Lee Glass  
Title: Transportation Manager

Executed on this 18 day of March, 2005.

[CORPORATE SEAL]



STATE OF Minnesota

COUNTY OF Clay

I, Susan Bates, a Notary Public of the County and State aforesaid, certify that Lee Glass personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18 day of March, 2005

Susan D. Bates  
Notary Public

My Commission Expires:

1-31-10  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Eighty (80)

DESCRIPTION OF CARS: 5250 cu. ft. covered hopper cars equipped with SS gravity/pneumatic outlets, ATP hatch-in-hatch /round hatch covers, and food grade linings for sugar service

CAR NUMBERS:

FURX 850167	FURX 850720	FURX 851014
FURX 850179	FURX 850721	FURX 851015
FURX 850181	FURX 850722	FURX 851018
FURX 850226	FURX 850724	FURX 851021
FURX 850310	FURX 850725	FURX 851024
FURX 850332	FURX 850727	FURX 851025
FURX 850496	FURX 850728	FURX 851028
FURX 850498	FURX 850731	FURX 851029
FURX 850540	FURX 850732	FURX 851031
FURX 850595	FURX 850734	FURX 851034
FURX 850618	FURX 850735	FURX 851045
FURX 850646	FURX 850736	FURX 851049
FURX 850675	FURX 850737	FURX 851052
FURX 850690	FURX 850738	FURX 851053
FURX 850700	FURX 850739	FURX 851062
FURX 850701	FURX 850740	FURX 851063
FURX 850702	FURX 850741	FURX 851065
FURX 850704	FURX 850742	FURX 851069
FURX 850705	FURX 850743	FURX 851072
FURX 850706	FURX 850745	FURX 851076
FURX 850707	FURX 850747	FURX 851084
FURX 850709	FURX 850748	FURX 851088
FURX 850710	FURX 850749	FURX 851091
FURX 850711	FURX 851001	FURX 851095
FURX 850714	FURX 851002	FURX 851097
FURX 850716	FURX 851004	FURX 851098
FURX 850719	FURX 851011	